

# Exhibit 2

UNITED STATES DISTRICT COURT  
WESTERN DISTRICT OF MICHIGAN

GILL HOLDING COMPANY, INC.,

Plaintiff,

Case No.

vs.

SUMMIT PARTNERS CREDIT ADVISORS,  
L.P.,

Defendant.

**DECLARATION OF JOSEPH P. ROCKERS**

I, Joseph P. Rockers, hereby state that the following is true to the best of my knowledge and belief:

1. I am an attorney at Goodwin Procter LLP, duly licensed to practice law in the Commonwealth of Massachusetts. I am counsel for Summit Partners Credit Advisors, L.P. ("Defendant").

2. I submit this affidavit in support of Defendant's Notice of Removal.

3. The following statements are based on a reasonable investigation of the records of Defendant kept in the course of regularly conducted business activities.

4. Defendant is informed and believes, as alleged by Plaintiff Gill Holding Company, Inc. ("Plaintiff") in the Complaint, that Plaintiff was, at the time this action was commenced, and still is a corporation organized under the laws of Michigan and with its principal place of business in the state of Michigan. As such, Plaintiff is a citizen of the State of Michigan.

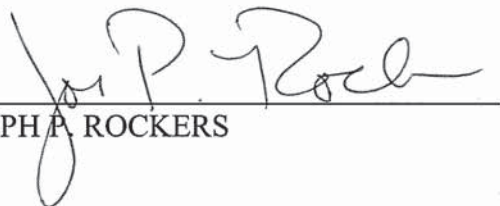
5. At the time Plaintiff filed its Complaint and presently, Defendant has been a limited partnership organized under the laws of the State of Delaware.

6. Based on a reasonable investigation of the records of Defendant kept in the course of regularly conducted business activities, at the time Plaintiff filed its Complaint and presently, the general and limited partners of Defendant are, for purposes of diversity jurisdiction, citizens of the States of California, Connecticut, Florida, Hawaii, Illinois, Massachusetts, New York, Pennsylvania, and Texas and of the foreign states of Germany, Hong Kong, and the United Kingdom. None of the general and limited partners of Defendant (and therefore the members of Defendant) are, for purposes of diversity jurisdiction, citizens of the State of Michigan.

7. Thus, there is complete diversity between Plaintiff and Defendant in this action.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 21st day of March, 2018.

  
\_\_\_\_\_  
JOSEPH P. ROCKERS